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8 *Attorneys for Debtor and*
9 *Debtor in Possession*

10 **UNITED STATES BANKRUPTCY COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **OAKLAND DIVISION**

13 **In re:**

14 **JADOOTV, INC.,**

15 **Debtor.**

Bankruptcy Case No. 19-41283 (WJL)

Chapter 11

16 **SECOND INTERIM APPLICATION FOR**
17 **COMPENSATION AND**
18 **REIMBURSEMENT OF EXPENSES FOR**
19 **CHAN PUNZALAN LLP FOR THE**
20 **PERIOD OF OCTOBER 22, 2019 TO**
21 **FEBRUARY 13, 2020**

22 Date: March 11, 2020

23 Time: 10:30 a.m. (Pacific Time)

24 Place: United States Bankruptcy Court
25 Courtroom 220
26 1300 Clay Street
27 Oakland, CA, 94612
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1 Chan Punzalan LLP (“Chan Punzalan” or the “Firm”), counsel for JadooTV, Inc. (the
2 “Debtor”) in the matters *DISH Network L.L.C. v. JadooTV, Inc.*, et al., 2:18-CV-09768- FMO-KS
3 (C.D. Cal.) (“Copyright Action”) and *DISH Network L.L.C. v. JadooTV, Inc.*, et al., 5:18-cv-
4 05214-EJD (N.D. Cal.) (“Patent Action”) hereby submits its Second Interim Fee Application (the
5 “Interim Application”) for allowance and payment of compensation for professional services
6 rendered and for reimbursement of actual and necessary expenses incurred for the period
7 commencing October 22, 2019 to February 13, 2020 (the “Interim Fee Period”), pursuant to
8 sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of
9 the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the *Guidelines for*
10 *Compensation and Expense Reimbursement of Professionals and Trustees* (the “Northern District
11 Guidelines”), and the Local Bankruptcy Rules for the Northern District of California.

12 The Interim Application is based upon the points and authorities cited herein, the
13 Declaration of Mark Punzalan filed concurrently herewith, the exhibits attached thereto, the
14 pleadings, papers, and records on file in this case, and any evidence or argument that the Court
15 may entertain at the time of the hearing on the Interim Application.

16 **CASE BACKGROUND AND STATUS**

17 **A. The Debtor’s Bankruptcy Proceedings and Pending Litigation**

18 The Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code
19 on May 31, 2019 (the “Petition Date”). The Debtor is represented by Keller & Benvenutti LLP. As
20 described in the *Declaration of Sajid Sohail in Support of First Day Motions and Related Relief*
21 [Docket No. 10], the Debtor filed this Chapter 11 Case because of the negative impact that the
22 copyright and patent infringement litigation brought by DISH Network LLC and certain related
23 parties (the “DISH Litigation”) had on the Debtor’s sales revenue and legal expenses.

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1 **B. The Debtor's Retention of Chan Punzalan**

2 On September 5, 2019, the Court entered the *Order Authorizing Retention of Chan*
3 *Punzalan LLP as Debtors' Litigation Counsel, Nunc Pro Tunc to July 1, 2019* [Docket No. 124]
4 (the "Retention Order").

5 The Retention Order authorizes the Debtor to compensate and reimburse the Firm pursuant
6 to the Bankruptcy Code, the Bankruptcy Rules, and the Northern District Guidelines. Subject to
7 the Firm's application to the Court, the Debtor is also authorized by the Retention Order to
8 compensate Chan Punzalan at the Firm's standard hourly rates for services performed and to
9 reimburse it for actual and necessary expenses incurred. The Retention Order authorizes Chan
10 Punzalan to render the legal services necessary to representing the Debtor in the Copyright Action
11 and the Patent Action.

12 **C. The First Interim Application**

13 Chan Punzalan filed its *First Interim Application for Compensation and Reimbursement of*
14 *Expenses for the Period of July 2, 2019 to October 21, 2019* [Dkt. No. 178] (the "First Interim
15 Application"), on October 23, 2019, seeking compensation and reimbursement of expenses for the
16 period from July 2, 2019 to October 21, 2019 (the "First Interim Fee Period"). The First Interim
17 Application contains a thorough description of the legal services performed by the Firm during the
18 First Interim Fee Period. Chan Punzalan Applicant amended its Application to exclude \$18,207.00
19 in fees incurred for work performed for Sajid Sohail. The Court held a hearing on the First Interim
20 Application on November 13, 2019, and granted the amounts requested (after amendment) in full.
21 See Dkt. No. 197, Order Granting First Interim Application for Compensation and Reimbursement
22 of Expenses for Chan Punzalan LLP for the Period of July 2, 2019 to October 21, 2019 (allowing
23 \$45,037.50 in compensation and \$309.36 in reimbursement of expenses for First Interim Fee
24 Period). The Firm has been paid all fees and expenses allowed by the order granting the First
25 Interim Application.

1 **D. The Interim Fee Period October 22, 2019 to February 13, 2020**

2 For most of the Interim Fee Period, the Copyright Action remained stayed as to JadooTV
3 and a standstill agreement was in place with respect to Sajid Sohail, JadooTV's CEO. From the
4 beginning of this Chapter 11 Case, the Debtor has attempted to pursue a transaction, in the form of
5 a sale or investment, that would serve as the basis for a plan of reorganization. Although the
6 Debtor has had productive discussions with potential investors or partners since the Petition Date,
7 as of the end of the Interim Fee Period, the Debtor had not identified a possible transaction that
8 would allow it to successfully emerge from Chapter 11 without addressing the DISH Litigation or
9 otherwise resolving the claims of DISH in this Chapter 11 Case.

10 During the Interim Fee Period, the Debtor required Chan Punzalan's assistance in working
11 with DISH to provide limited discovery at the Court's direction. The parties agreed to lift the stay
12 effective January 14, 2020. JadooTV produced 3,015 pages of documents to DISH before the
13 automatic stay was formally lifted for the Copyright Action.

14 Just ten days after the stay was lifted, DISH filed its renewed motion to compel discovery
15 in the Copyright Action. JadooTV filed an opposition to the motion. On February 11, 2020,
16 JadooTV filed a motion to transfer venue to the Northern District of California. The basis for this
17 motion to transfer venue is the same basis noted by Judge Olguin in an earlier order to show cause
18 questioning why venue is proper in the Central District of California. Copyright Action, Docket
19 No. 79.

20 **E. Professional Compensation and Reimbursement of Expenses**

21 By this Interim Application, the Firm seeks interim allowance of compensation in the
22 amount of \$45,037.50 and actual and necessary expenses in the amount of \$309.36 for a total
23 allowance of \$45,346.86 for the Interim Fee Period.

24 All services for which Chan Punzalan requests compensation were performed for or on
25 behalf of the Debtor. Chan Punzalan has received no payment and no promises for payment from
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any source other than the Debtor for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Interim Application.

There is no agreement or understanding between Chan Punzalan and any other person other than the partners of Chan Punzalan for the sharing of compensation to be received for services rendered in these cases.

The Firm has billed the Debtor in this Chapter 11 Case in accordance with its existing billing rates and procedures in effect during the Interim Fee Period. These rates are the same rates Chan Punzalan charges for services rendered by its attorneys and paraprofessionals in comparable matters and are reasonable given the compensation charged by comparably skilled practitioners in similar matters in both the California and national markets.

JURISDICTION

This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. sections 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. section 157(b). Venue is proper before this Court pursuant to 28 U.S.C. sections 1408 and 1409.

PROJECT BILLING AND NARRATIVE STATEMENT OF SERVICES RENDERED

During the Interim Fee Period, Chan Punzalan professionals and paraprofessionals expended 137.7 hours on behalf of the Debtor. Chan Punzalan's professionals and paraprofessionals bill at hourly rates ranging from \$125 to \$450. The names and hourly rates of the professionals and paraprofessionals of the Firm who expended time during the Interim Fee Period are as follows:

<u>Professional</u>	<u>Position</u>	<u>Date Admitted</u>	<u>Hourly Rate</u>
Mark Punzalan	Partner	2006	\$425 - \$450
Stephen Stanwood	Of Counsel	2017	\$350
Nicole Daryanani	Associate	2019	\$350
Erik Landaverde	Paralegal	N/A	\$125

1 In accordance with the Northern District Guidelines and the Local Rules, the Firm has
2 classified services performed into seven specific categories set forth below. Chan Punzalan has
3 attempted to place the services provided in the category that best relates to such services; because
4 certain services may relate to one or more categories, however, services pertaining to one category
5 may in fact be included in another category.

6 The following chart summarizes project billing categories and the total hours expended for
7 each category during the Interim Fee Period, and is followed by a narrative and detail.

<u>Category</u>	<u>Total Hours</u>	<u>Fees</u>
A. Case Management Matters in Copyright Action	8.9	\$2,907.50
B. Communications with Co-counsel Regarding Bankruptcy Matter	3.2	\$1,360.00
C. Discovery Motions and Other Motions Relating to JadooTV	32.3	\$11,855.00
D. Case Management Matters in Patent Action	1.2	\$515.00
E. Settlement and ADR Discussions and Conferences	14.7	\$5,642.50
F. Discovery Production, Propounding and Conferences	57.1	\$15,602.50
G. Pleadings and Appearances in Bankruptcy Action	20.3	\$7,155.00
TOTAL:	137.7	\$45,037.50

22 **A. Case Management Matters in Copyright Action**

23 This billing code relates to work performed by Chan Punzalan professionals with respect to the
24 case management of the Copyright Action. As counsel of record in the Copyright Action, the Firm
25 and its paraprofessionals handled all aspects of case management and logistics with respect to the
26 Copyright Action, including (1) scheduling matters with the Central District of California, (2)

meeting and conferring with parties in interest regarding response deadlines; and (3) preparing notices and stipulations to be filed with the Central District of California.

<u>Professional or Paraprofessional</u>	<u>Hours</u>	<u>Fees</u>
Mark Punzalan	3.2	\$1,380.00
Nicole Daryanani	3.4	\$1,202.50
Erik Landaverde	2.3	\$325.00
Total	8.9	\$2,907.50

B. Communications with Co-counsel Regarding Bankruptcy Matter

This billing code relates to all aspects of communications with Keller & Benvenuti regarding the Debtor's bankruptcy case. The Firm's role as the Debtor's counsel in the Copyright and Patent Actions necessitates frequent consultation with Keller & Benvenuti to keep the Chapter 11 Case and Copyright and Patent Actions running smoothly. This work involves communications relating to various hearings and scheduling issues, updates regarding the Copyright and Patent Actions, and strategy discussions regarding Debtor's bankruptcy case as it relates to the Copyright and Patent Actions.

<u>Professional or Paraprofessional</u>	<u>Hours</u>	<u>Fees</u>
Mark Punzalan	3.2	\$1,360.00
Total	3.2	\$1,360.00

C. Discovery Motions and Other Motions Relating to JadooTV

After the automatic stay was lifted on January 14, 2020, DISH filed a renewed motion to compel production, for which the Firm prepared a response for the Debtor. In February 2020, the Firm prepared and filed a motion to transfer venue of the Copyright Action to the Northern District of California. That motion remains pending.

<u>Professional or Paraprofessional</u>	<u>Hours</u>	<u>Fees</u>
Mark Punzalan	13.1	\$5,562.50
Nicole Daryanani	5.9	\$2,162.50
Stephen Stanwood	10.9	\$3,815.00
Erik Landaverde	2.4	\$315.00
Total	32.3	\$11,855.00

D. Case Management Matters in Patent Action

This billing code relates to work performed by Chan Punzalan professionals with respect to the case management of the Patent Action. As counsel of record in the Patent Action, the Firm and its paraprofessionals handled all aspects of case management and logistics with respect to the Patent Action. As the Patent Action is currently subject to the automatic stay, the work to be performed was limited during the Interim Fee Period. The Firm did engage in some settlement discussions with DISH to attempt to resolve the Patent Action.

<u>Professional or Paraprofessional</u>	<u>Hours</u>	<u>Fees</u>
Mark Punzalan	1.2	\$515.00
Total	1.2	\$515.00

E. Settlement and ADR Discussions and Conferences

During the Interim Fee Period, the Firm engaged in settlement discussions with counsel of record in the Copyright Action. The Firm also conferred with other parties in interest regarding settlement discussions. The parties originally had a mediation scheduled in February with Jeffrey Kravitz of Fox Rothschild LLP, and the Firm prepared and submitted a mediation brief on behalf of JadooTV in advance of the scheduled mediation. After submission of the briefs, the mediation was continued to April 2020.

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<u>Professional or Paraprofessional</u>	<u>Hours</u>	<u>Fees</u>
Mark Punzalan	6.5	\$2,772.50
Nicole Daryanani	0.2	\$70.00
Stephen Stanwood	8	\$2,800.00
Total	14.7	\$5,642.50

F. Discovery Production, Propounding and Conferences

At the time Chan Punzalan was retained, the Debtor had not engaged in any production of documents due to the automatic stay. While the automatic stay was pending as to the Debtor, the Firm assisted the Debtor with responding to the limited discovery requests of DISH that were agreed to by the parties under the standstill agreement. Chan Punzalan has worked extensively with DISH's counsel and the Debtor to produce documents to DISH in a manner that would not result in undue burden to Debtor as it underwent the bankruptcy process. Chan Punzalan has also engaged in numerous meet and confer attempts with DISH's counsel and has gathered documents for production to DISH's counsel. After the automatic stay was lifted, the Firm prepared discovery requests that JadooTV propounded on DISH.

<u>Professional or Paraprofessional</u>	<u>Hours</u>	<u>Fees</u>
Mark Punzalan	15.6	\$6,795.00
Nicole Daryanani	27.6	\$5,765.00
Stephen Stanwood	5.8	\$2,030.00
Erik Landaverde	8.1	\$1,012.50
Total	57.1	\$15,602.50

G. Pleadings and Appearances in Bankruptcy Action

During the Interim Fee Period, Chan Punzalan worked with Keller & Benvenuti to prepare responses and pleadings in the Chapter 11 Case. These responses include status reports to the Court regarding discovery matters, fee applications, and other written updates to the Court. Additionally, Chan Punzalan attorneys appeared for certain status conferences and hearings in the

Chapter 11 Case to provide first-hand information to the Court regarding the status of the Copyright Action and the Debtor's litigation with DISH..

<u>Professional or Paraprofessional</u>	<u>Hours</u>	<u>Fees</u>
Mark Punzalan	15.3	\$6,530.00
Erik Landaverde	5	\$625.00
Total	20.3	\$7,155

EXPENSE SUMMARY
OCTOBER 22, 2019 THROUGH FEBRUARY 13, 2020

As is its typical practice in chapter 11 cases, the Firm advanced costs on behalf of the Debtor in connection with the discharge of the duties described in the Interim Application. During the Interim Fee Period, Chan Punzalan incurred a total of \$309.36 in expenses. These expenses, which include mailing of various motions, service of subpoenas, parking fees for various hearings, are reasonable and necessary to the smooth administration of this Chapter 11 Case. Receipts for all significant expenses have been provided to the Debtor.

LEGAL BASIS FOR INTERIM COMPENSATION

The professional services for which Chan Punzalan requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of Chan Punzalan's professional responsibilities as attorneys for the Debtor in this Chapter 11 Case and the Copyright Action and the Patent Action. Chan Punzalan's services have been necessary and beneficial to the Debtor and its estate, creditors, and other parties in interest.

In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Chan Punzalan respectfully submits that the amount requested by Chan Punzalan is fair and reasonable given the complexity of this Chapter 11 Case and the related Copyright Action and Patent Action, the time expended, the nature and extent of the services rendered, the value of such services, and the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, Chan

1 Punzalan has reviewed the requirements of the Northern District Guidelines, and the UST
2 Guidelines and believes that the Interim Application complies with all of them except as
3 specifically noted herein.

4 **AVAILABLE FUNDS**

5 The Firm understands that the Debtor's estate has sufficient funds available to pay the fees
6 and costs sought herein.

7 **NOTICE**

8 Notice of the Interim Application has been provided to all creditors and parties in interest
9 in this Chapter 11 Case. Chan Punzalan submits that, in view of the facts and circumstances of this
10 Chapter 11 Case, such notice is sufficient and no other or further notice need be provided.

11 **CONCLUSION**

12 Chan Punzalan respectfully requests an interim allowance to Chan Punzalan for
13 compensation in the amount of \$45,037.50 and reimbursement of actual and necessary expenses in
14 the amount of \$309.36 and an authorization for payment of a total allowance of \$45,346.86 and
15 for such other and further relief as this Court deems proper.

16 Dated: February 19, 2020

CHAN PUNZALAN LLP

17 /s/ Mark Punzalan

18 Mark Punzalan

19 *Attorneys for Debtor and Debtor in Possession*
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